



INTERPOOL

633 THIRD AVENUE, NEW YORK, N.Y. 10017

Telephone: (212) 986-3388

FAX: (212) 986-3984

CHASSIS POOL MANAGEMENT
CHASSIS & CONTAINER LEASING SYSTEMS

2-356A029

RETURN RECEIPT REQUESTED

DEC 21 1992-8 12 PM

INTERSTATE COMMERCE COMMISSION December 18, 1992

Ms. Mildred Lee
Interstate Commerce Commission
12th Avenue & Constitution Avenue NW
Room 2303
Washington, D.C. 20423

Re: Recordation No. 12126
Statement of New Road Marks

Dear Ms. Lee:

Enclosed please find two original notarized copies of a Statement of New Road Marks to be filed on behalf of Interpool Limited. I have also enclosed a check in the amount of \$16.00 to cover the filing fee.

Please send a copy to my attention at the above address once this document has been filed.

If you have any questions, please call me at (212) 916-3284. Thank you.

Very truly yours,

Jane E. Donahue

Jane E. Donahue

JED/lmu
Enclosures

DEC 21 2 55 PM '92

Interstate Commerce Commission
Washington, D.C. 20423

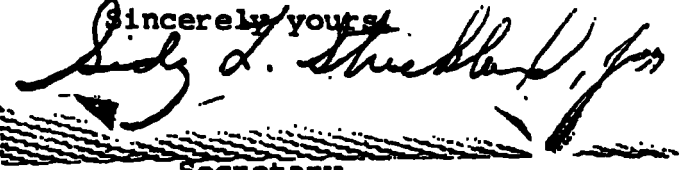
12/22/92

OFFICE OF THE SECRETARY

Jane E. Donahue
Interpool
633 Third Avenue
New York, N.Y. 10017

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/21/92 at 3:05pm, and assigned re-recording number(s). 12126-G

Sincerely yours,

Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 12126-14
FILED 1428

DEC 21 1992-3 05 PM

STATEMENT OF NEW ROAD MARKS

INTERSTATE COMMERCE COMMISSION

This Statement of New Road Marks dated as of December 18, 1992 is hereby submitted by Interpool Limited.

Recitals:

- A. First National Bank of Minneapolis, as Owner Trustee under a Trust Agreement dated as of August 1, 1980, with Valley Bank Leasing, Inc., as Lessor, entered into a Lease of Railroad Equipment dated August 1, 1980 with Interpool Limited, as Lessee, covering 200, 70-Ton General Purpose Flatcars (the "Cars") with Identifying Marks and Numbers WP 8801 through WP 9000, inclusive. Said Lease Agreement was filed and recorded with the Interstate Commerce Commission on August 21, 1980 and given Recordation No. 12126.
- B. First National Bank of Minneapolis, as Owner Trustee and Assignor, the Connecticut Bank and Trust Company, as Assignee, and Interpool Limited, as Lessee, entered into an Assignment of Lease and Agreement, dated as of August 1, 1980 covering the Cars with Identifying Marks and Numbers WP 8801 through WP 9000, inclusive. Said Assignment was filed and recorded with the Interstate Commerce Commission on August 21, 1980 and given Recordation No. 12126-A.
- C. First National Bank of Minneapolis, as Owner Trustee, and the Connecticut Bank and Trust Company, as Indenture Trustee, entered into a Trust Indenture, dated as of August 1, 1980 covering the Cars with Identifying Marks and Numbers WP 8801 through WP 9000, inclusive. Said Trust Indenture was filed and recorded with the Interstate Commerce Commission on August 21, 1980 and given Recordation No. 12126-B.
- D. Railpool, a division of Interpool Limited and The Western Pacific Railroad Company, as Manager, entered into a Lease and Management Agreement, dated as of March 11, 1980 covering the Cars with Identifying Marks and Numbers WP 8801 through WP 9000, inclusive. Said Lease and Management Agreement was filed and recorded with the Interstate Commerce Commission on August 25, 1980 and given Recordation No. 12126-C.
- E. First National Bank of Minneapolis, as Owner Trustee and Assignee, entered into an Assignment with Interpool Limited, as Assignor, dated as of August 1, 1980 covering the Cars with Identifying Marks and Numbers WP 8801

through WP 9000, inclusive. Said Assignment was filed and recorded with the Interstate Commerce Commission on August 25, 1980 and given Recordation No. 12126-D.

F. Railpool, a division of Interpool Limited and The Western Pacific Railroad Company, as Manager, entered into an Amendment to Lease and Management Agreement dated as of September 1, 1981 covering the Cars with Identifying Marks and Numbers WP 8801 through WP 9000, inclusive. Said Amendment was filed and recorded with the Interstate Commerce Commission on April 16, 1982 and given Recordation No. 12126-E.

G. Railpool, a division of Interpool Limited and The Kansas City Southern Railway Company and the Louisiana & Arkansas Railway Company, as Manager, entered into a Lease and Management Agreement dated October 1, 1990 covering 196 of the Cars (namely, all of the series WP 8801 through WP 9000, except for numbers 8832, 8899, 8909 and 8927) requiring that the Identifying Marks and Numbers be changed to KCS 8801 through KCS 9000, except for numbers 8832, 8899, 8909 and 8927.

H. The Cars shall now be given new Identifying Marks.

Now Therefore:

Interpool Limited hereby changes the Identifying Marks on the Cars as follows:

<u>Original Identifying Mark and Number</u>	<u>New Identifying Mark and Number</u>
WP 8801	KCS 8801
WP 8802	KCS 8802
WP 8803	KCS 8803
WP 8804	KCS 8804
WP 8805	KCS 8805
WP 8806	KCS 8806
WP 8807	KCS 8807
WP 8808	KCS 8808
WP 8809	KCS 8809
WP 8810	KCS 8810
WP 8811	KCS 8811
WP 8812	KCS 8812
WP 8813	KCS 8813
WP 8814	KCS 8814
WP 8815	KCS 8815
WP 8816	KCS 8816
WP 8817	KCS 8817
WP 8818	KCS 8818

Original Identifying
Mark and Number

WP 8819
WP 8820
WP 8821
WP 8822
WP 8823
WP 8824
WP 8825
WP 8826
WP 8827
WP 8828
WP 8829
WP 8830
WP 8831
WP 8833
WP 8834
WP 8835
WP 8836
WP 8837
WP 8838
WP 8839
WP 8840
WP 8841
WP 8842
WP 8843
WP 8844
WP 8845
WP 8846
WP 8847
WP 8848
WP 8849
WP 8850
WP 8851
WP 8852
WP 8853
WP 8854
WP 8855
WP 8856
WP 8857
WP 8858
WP 8859
WP 8860
WP 8861
WP 8862
WP 8863
WP 8864
WP 8865
WP 8866
WP 8867
WP 8868

New Identifying
Mark and Number

KCS 8819
KCS 8820
KSC 8821
KSC 8822
KSC 8823
KSC 8824
KSC 8825
KSC 8826
KSC 8827
KSC 8828
KSC 8829
KSC 8830
KCS 8831
KCS 8833
KSC 8834
KSC 8835
KSC 8836
KSC 8837
KSC 8838
KSC 8839
KSC 8840
KSC 8841
KSC 8842
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KSC 8848
KSC 8849
KSC 8850
KSC 8851
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KSC 8853
KSC 8854
KSC 8855
KSC 8856
KSC 8857
KSC 8858
KSC 8859
KSC 8860
KSC 8861
KSC 8862
KSC 8863
KSC 8864
KSC 8865
KSC 8866
KSC 8867
KSC 8868

Original Identifying
Mark and Number

WP 8869
WP 8870
WP 8871
WP 8872
WP 8873
WP 8874
WP 8875
WP 8876
WP 8877
WP 8878
WP 8879
WP 8880
WP 8881
WP 8882
WP 8883
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WP 8900
WP 8901
WP 8902
WP 8903
WP 8904
WP 8905
WP 8906
WP 8907
WP 8908
WP 8910
WP 8911
WP 8912
WP 8913
WP 8914
WP 8915
WP 8916
WP 8917
WP 8918
WP 8919

New Identifying
Mark and Number

KSC 8869
KSC 8870
KSC 8871
KSC 8872
KSC 8873
KSC 8874
KSC 8875
KSC 8876
KSC 8877
KSC 8878
KSC 8879
KSC 8880
KSC 8881
KSC 8882
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KSC 8897
KCS 8898
KCS 8900
KCS 8901
KCS 8902
KCS 8903
KCS 8904
KSC 8905
KSC 8906
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KSC 8908
KSC 8910
KSC 8911
KSC 8912
KSC 8913
KSC 8914
KSC 8915
KSC 8916
KSC 8917
KSC 8918
KSC 8919

**Original Identifying
Mark and Number**

WP 8920
WP 8921
WP 8922
WP 8923
WP 8924
WP 8925
WP 8926
WP 8928
WP 8929
WP 8930
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WP 8932
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WP 8958
WP 8959
WP 8960
WP 8961
WP 8962
WP 8963
WP 8964
WP 8965
WP 8966
WP 8967
WP 8968

**New Identifying
Mark and Number**

KSC 8920
KSC 8921
KSC 8922
KSC 8923
KSC 8924
KSC 8925
KSC 8926
KSC 8928
KSC 8929
KSC 8930
KSC 8931
KSC 8932
KSC 8933
KSC 8934
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KSC 8948
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KSC 8950
KSC 8951
KSC 8952
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KSC 8956
KSC 8957
KSC 8958
KSC 8959
KSC 8960
KSC 8961
KSC 8962
KSC 8963
KSC 8964
KSC 8965
KSC 8966
KSC 8967
KSC 8968

**Original Identifying
Mark and Number**

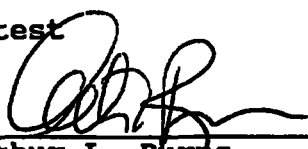
WP 8969
WP 8970
WP 8971
WP 8972
WP 8973
WP 8974
WP 8975
WP 8976
WP 8977
WP 8978
WP 8979
WP 8980
WP 8981
WP 8982
WP 8983
WP 8984
WP 8985
WP 8986
WP 8987
WP 8988
WP 8989
WP 8990
WP 8991
WP 8992
WP 8993
WP 8994
WP 8995
WP 8996
WP 8997
WP 8998
WP 8999
WP 9000

**New Identifying
Mark and Number**

KSC 8969
KSC 8970
KSC 8971
KSC 8972
KSC 8973
KSC 8974
KSC 8975
KSC 8976
KSC 8977
KSC 8978
KSC 8979
KSC 8980
KSC 8981
KSC 8982
KSC 8983
KSC 8984
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KSC 8986
KSC 8987
KSC 8988
KSC 8989
KSC 8990
KSC 8991
KSC 8992
KSC 8993
KSC 8994
KSC 8995
KSC 8996
KSC 8997
KSC 8998
KSC 8999
KSC 9000

This Statement of New Road Marks becomes effective on the date of filing with the Interstate Commerce Commission pursuant to the provisions of Section 20(c) of the Interstate Commerce Act.

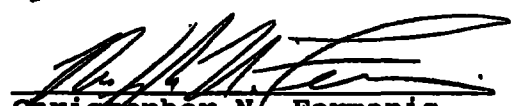
Attest



Arthur L. Burns
Secretary

Interpool Limited

By:



Christopher N. Fermanis
Vice President and
General Counsel

(SEAL)

Corporate Form of Acknowledgement

State of New York
County of New York

ss:

On this 18th day of December, 1992 before me personally appeared Christopher N. Fermanis, to me personally known, who being by me duly sworn, says that he is Vice President and General Counsel of Interpool Limited, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jane E. Donahue

Notary Public

JANE E. DONAHUE
Notary Public, State of New York
No. 30-4983931
Qualified in Nassau County
Commission Expires July 8, 1993